

New Players Theatre Company Constitution Table of Contents

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1 Preamble

1.1 New Players Theatre Company exists to allow its members the enjoyment of participating in recreational theatre.

2 Definitions

2.1 In all instances, the use of the word "shall" or "should" in this document shall denote a mandatory requirement.

2.2 The use of the words "the Act" in this document shall mean the Incorporated Societies Act 1908 and its amendments and regulations currently in effect.

2.3 The use of the word "rules" shall mean this document and any bylaws, regulations or standing orders drawn up as provided for in this document.

2.4 All other words used in this document shall have their ordinary dictionary definition.

3 Name

3.1 The name of the society shall be New Players Theatre Company Incorporated.

3.2 New Players Theatre Company Incorporated shall be incorporated under the provisions of the Act.

3.3 New Players Theatre Company Incorporated may be referred to in this document as "the society".

4 Status

4.1 Membership of the society shall be open to all persons.

4.2 This document shall be the constitution of the society and its provisions shall be binding on all members. The society shall not engage in any activity contrary to any provision of its constitution.

4.3 The society shall have a charitable nature, as defined in the provisions of the Charities Act 2005 and its amendments. The society shall make no distribution whatsoever by way of money, property or otherwise to any member. The activities of the society shall be limited to within New Zealand.

4.4 Any income, benefit, or advantage must be used to advance the charitable purposes of the organisation

4.5 No member of the organisation, or anyone associated with a member, is allowed to take part in, or influence any decision made by the organisation in respect of payments, to, or on behalf of, the member or associated person of any income, benefit or advantage

4.6 Any payments made to a member of the organisation, or person associated with a member, must be for goods or services that advance the charitable purpose and must be reasonable and relative to payments that would be made between unrelated parties

4.7 The society shall be managed by honorary officers and a management committee who shall be elected by the members of the society from the society's membership.

4.8 The society's financial year shall be from 1 January to 31 December inclusive.

4.9 The society's registered office shall be Newlands Community Centre, Batchelor St, Newlands, Wellington.

5 Objectives

5.1 The objectives of the society shall be:

5.1.1 To offer its members the opportunity to enjoy taking part in recreational non professional theatre.

5.1.2 To produce dramatic works, plays, musical shows, concerts and other entertainment of every kind for performance to members of the society and the general public.

5.1.3 To strive for a high level of excellence in its theatrical productions and to support its productions with effective management and the infrastructure of a socially responsible society.

5.1.4 To promote the study of musicals, plays, and other dramatic works, and to foster and encourage crafts and skills appertaining to the theatre and to the production of plays and musical shows.

6 Methods of achieving objectives

6.1 In order to achieve its objectives, the society may engage in any lawful activities and may:

6.1.1 Hold general meetings of members to debate and decide the affairs of the society and the achievement of its objectives.

6.1.2 Plan, produce, promote and present either alone or jointly with any other person or association dramatic works, plays, musical shows, concerts, dinners, balls, and other entertainment.

6.1.3 Hold social meetings for members to enhance their enjoyment of all aspects of recreational theatre.

6.1.4 Require a joining fee, impose an annual subscription or make any other financial levy on members.

6.1.5 Charge for admission to functions and demand payment for services provided by the society and may otherwise fundraise in any manner befitting the objectives of the society.

6.1.6 Purchase, take on lease or in exchange, or otherwise acquire any lands, building, easements, or any real, fixed, personal, tangible or intangible property which may be required for the purposes of or conveniently used in connection with any of the objectives of the society.

6.1.7 Construct, improve, alter and maintain any buildings, land or other real or fixed property necessary or

convenient for the purposes of the society.

6.1.8 Provide workshops, studios, halls, rehearsal rooms and theatres and furnish and maintain them.

6.1.9 Purchase, hire, make or otherwise provide machinery, motor vehicles, furniture, implements, tools, utensils, stage fittings and fixed, personal or tangible properties of every description, books, periodicals, stationery and any other tangible or intangible properties required or which may be used conveniently in conjunction with any of the objectives of the society.

6.1.10 Permit any real, fixed, personal or other tangible property of the society to be used by members or others either gratuitously or for payment.

6.1.11 Sell, convey, transfer, assign, grant easements in respect of, mortgage, give in exchange, lease, let out on hire, or otherwise dispose of any real, fixed, personal or other tangible property of the society.

6.1.12 Invest and deal with the moneys of the society not immediately required upon such securities and in such manner as may from time to time be determined by the society.

6.1.13 Borrow or raise and give security for money in such manner as the society shall think fit and in particular by the issue of bonds, debentures, promissory notes, or other obligations or securities of the society secured upon its assets or otherwise or by mortgage or charge upon all or any part of the property of the society.

6.1.14 Hire and employ or dismiss staff and pay them and other persons salaries, wages, fees, gratuities and pensions in return for services rendered to the society.

6.1.15 Establish or promote, or assist in establishing or promoting, any other association, society, or club, the establishment or promotion of which may be beneficial to achievement of the society's objectives.

6.1.16 Subscribe to or become a member of any other association, society, or club whose objectives are similar to the objectives of the society.

7 Membership

7.1 Membership of the society shall be open to all persons who support the objectives of the society and agree to abide by its rules. The society shall have available the membership categories of Full, Life and Honorary.

7.1.1 Full members shall be eligible to exercise all the rights and privileges of membership including participation in any of the society's activities onstage, backstage, or in an administrative capacity.

7.1.2 A Life member may be any member who, on the recommendation of the management committee, is elected a life member by a majority of the members present at any general meeting and entitled to vote. Life members may exercise all the rights and privileges of membership of the society, but shall not be liable to pay any annual subscription or other financial levy on members.

7.1.3 Honorary members may be elected at any time and at the discretion of the management committee for such periods as that committee may deem expedient. Honorary members shall exercise all the rights and privileges of membership except the right to vote at meetings but shall not be liable to pay any joining fee, annual subscription or other financial levy on members.

7.2 There shall be no classes of membership other than those specified in Clause 7.1.

7.3 Full membership may be accorded to any person who submits a written application to the management committee along with any joining fee, annual subscription or other financial levy on members currently in effect and undertakes to abide by the rules of the society.

7.4 Any member may resign from the society by giving written notice to the management committee.

7.5 Any member who fails to pay any joining fee, annual subscription or other membership levy on the due date shall be advised by the management committee in writing that she/he is in arrears.

7.6 The management committee shall consider the status of any member who is three months in arrears with any joining fee, annual subscription or other membership levy and may resolve that her/his membership be cancelled.

7.7 The management committee may suspend for such period as it thinks fit, or expel, any member of the society for any breach of its rules or for conduct contrary to the objectives of the society, provided always that the committee has previously afforded the member an opportunity of appearing before it and being heard.

7.8 Cancellation of membership or suspension or expulsion from the society shall be without prejudice to the society's right to recover any moneys due and owing by any member.

8 General meetings

8.1 Society members shall meet annually at such time and place as the management committee shall determine but in every case on or before the 30th day of June of each calendar year. This meeting shall be called the annual general meeting.

8.2 The annual general meeting of the society shall elect officers, elect members to the management committee, receive reports on the activities of the society and approve a financial statement that complies with S23 of the Act and may conduct any other business required by the society's rules.

8.3 Members may meet to conduct the business of the society on any other occasion at such time and place as the management committee shall determine, such a meeting to be known as an extraordinary general meeting. An extraordinary general meeting may remove or replace officers or members of the management committee as well as conduct any other business required by the society's rules.

8.4 The management committee shall convene an extraordinary general meeting to be held within twenty-one days of receiving a written request to do so signed by any ten Full or Life members.

8.5 At least fourteen clear days' notice of an annual general meeting and at least seven clear days' notice of an extraordinary general meeting shall be served to the last known address of each member of the society who is entitled to vote thereat. Such notice shall be in writing and shall state the place, day, and time of the meeting and the general nature of the business to be transacted. Where two or more members share an address, it shall be sufficient for only one notice to be served on that address. An address may be a street address, a postal address, an e-mail address, a fax number or other point at which a member has advised the society she/he may receive written communications.

8.6 Any notice sent by post shall be deemed to have been served on the day after that on which it was posted in a properly addressed form with delivery prepaid. Any notice sent electronically shall be deemed to have been served at the end of the day on which it was sent.

8.7 Any notice served by the society upon any member may be included with or as part of any newsletter or other communication sent to members.

8.8 The quorum for an annual or extraordinary general meeting shall be 12 members financial as at the date of the meeting. Such members being present in person or by proxy. Written notice of such proxy having been conveyed to the secretary before the commencement of the meeting. Any general meeting at which there shall not be a quorum shall stand adjourned to such date as shall be determined by a majority of the members present.

9 Bylaws

9.1 Members in general meeting and the management committee may draw up rules, regulations, standing orders or other instruments to assist in the conduct of the society's affairs. Such rules, regulations, standing orders or other instruments shall be called bylaws.

9.2 No bylaw shall be inimical to the society's constitution.

9.3 No bylaw shall have the effect of altering in any way the charitable nature of the society as defined in the provisions of the Charities Act 2005 and its amendments.

9.4 The requirements of bylaws shall be binding on members.

9.5 Any bylaw drawn up or amended by the management committee shall be presented to the next annual general meeting for ratification. Any bylaw or amendment not ratified shall lapse at the conclusion of the annual general meeting.

10 Alterations to rules

10.1 The society may from time to time in general meeting alter, add to or rescind its rules by a simple majority provided that notice of such change is circulated to members of the society not less than seven clear days prior to such meeting.

10.2 No change to the constitution shall be permitted if it would have the effect of altering in any way the charitable nature of the society as defined in the provisions of the Charities Act 2005 and its amendments.

11 Officers

11.1 The officers of the society shall be a president, a vice president, a secretary and a treasurer. Officers shall be Full or Life members of the society. The society shall have no other officers.

11.1.1 The president shall be the society's formal head during her/his term of office and responsible to the members for the impartial supervision, management and control of the affairs of the society. She/he shall sign any contract entered into by the society, as required by the Act.

11.1.2 The vice president shall deputise for the president in the president's absence and when requested by the president or the management committee and when so deputising shall have all the powers and responsibilities conferred on the president by the society's rules.

11.1.3 The secretary shall be responsible to the members for the administrative requirements of the society, shall provide secretarial services to the society and its management committee and shall ensure the society fulfils its legal obligations and abides by its rules. The secretary shall be the convenor of general meetings and management committee meetings. In the absence of the secretary or in the event of the non performance of her/his duties, the president shall convene meetings. The secretary shall maintain a register of members as required by the Act.

11.1.4 The treasurer shall be responsible to the members for the prudent management of the society's financial affairs. She/he shall keep correct records showing the financial position of the society and shall manage the society's bank accounts and investments and liabilities as the management committee may from time to time direct. She/he shall submit an audited statement of the financial affairs of the society to the annual general meeting and ensure that a copy is delivered to the registrar of incorporated societies as required by the Act.

11.2 Any three of the officers of the society shall sign any copy of any alteration to the society's constitution as required by the Act.

11.3 Any one of the officers of the society shall sign any statutory declaration as required by the Act.

12 Management committee

12.1 The management committee shall consist of the officers of the society and eight persons elected from among the Full or Life members of the society.

12.2 The management committee shall be responsible to the members for the effective management of the society in the attainment of its objectives.

12.3 The management committee may exercise all the powers of the society which are not required to be exercised by the society in general meeting, or as otherwise provided for in the society's rules.

13 Conduct of general meetings

13.1 The president shall chair all general meetings of the society. In the president's absence, the vice

president shall chair all general meetings. In the absence of both the president and the vice president, members present at the meeting shall choose one of their number to chair the meeting.

13.2 At every general meeting, every Full member and Life member shall have one vote, and in the event of an equality of votes the chair shall have a casting vote in addition to a deliberative vote.

13.3 No member who is in arrears with any joining fee, annual subscription or any other financial levy on members shall be entitled to vote.

13.4 A member entitled to vote at any general meeting shall be entitled to appoint in writing, given to the secretary or president before the starting time of such meeting, a proxy who shall not necessarily be a member of the society who may attend, speak and vote on the member's behalf.

13.5 Every question submitted to a general meeting shall be decided in the first instance on the voices, and a declaration by the chair that a motion has been carried or lost. Any member entitled to vote or her/his proxy may reject the chair's declaration and demand a show of hands. Additionally, the chair may decline to declare a motion's fate on the voices and instead call for a show of hands. In either case the chair shall take a show of hands and shall declare the motion to have been carried or lost in accordance with the votes recorded. Any member present and entitled to vote or her/his proxy may reject the chair's declaration and demand a secret ballot, in which case two scrutineers shall be elected from among those present, such scrutineers losing voting powers for the one vote concerned. The chair shall declare the motion to have been carried or lost in accordance with the votes recorded by the scrutineers. A record in the society's minutes shall be conclusive evidence of a motion's fate.

14 Management committee powers and procedures

14.1 The president shall chair all management committee meetings. In the president's absence, the vice president shall chair management committee meetings. In the absence of both the president and the vice president, members present at a meeting shall choose one of their number to chair the meeting.

14.2 The quorum for a management committee meeting shall be five. Any management committee meeting at which there shall not be a quorum shall stand adjourned to such date as shall be determined by a majority of the members present.

14.3 Every question submitted to a management committee meeting shall be decided in a similar way to that applying to general meetings as detailed in Clause 13.5, except that questions that do not involve expenditure or the justification of executive action may be decided by consensus.

14.4 The management committee shall expeditiously consider all applications for membership and may accept or reject any application at its discretion. It shall decide the category of membership of successful applicants. It shall cause the secretary to give notice to each applicant of the fate of her/his application and in the event of acceptance shall make available to the applicant a copy of the society's rules.

14.5 The management committee may limit the number of persons admitted to membership and vary such limit from time to time.

14.6 The management committee may co-opt members to serve on the management committee until the next annual general meeting or for such shorter period as it may consider necessary.

14.7 The management committee may delegate all or any of its powers or duties to subcommittees, working parties, task forces, other groups or individuals who shall be such member(s) of the management committee or of the society as may be thought fit to act in such capacity until the next annual general meeting or for such shorter period as it may consider necessary.

14.8 The management committee shall set the policy and budgetary parameters and any other guidelines it may deem advisable within which all subcommittees, working parties, task forces, or other groups or individuals shall operate in the discharge of any delegated powers or duties.

14.9 The management committee may co-opt non members of the society to serve on a subcommittee, working party, task force, or other group until the next annual general meeting or for such shorter period as it may consider necessary.

14.10 The management committee shall engage or appoint a suitably qualified person to audit the society's financial records before they are submitted to an annual or extraordinary general meeting. The auditor shall

not be and shall not become a member of the management committee.

14.11 The management committee may engage or appoint other qualified persons, including lawyers and accountants, on a contractual basis to assist in the management of the society's affairs.

14.12 The management committee may employ and dismiss staff.

14.13 The management committee shall cause to be carried out all contracts entered into by the society.

14.14 The management committee may negotiate the purchase, lease, or other acquisition by the society of any land, buildings or other real property and shall submit the terms negotiated to a general meeting of members for approval. The terms shall not be binding upon the society without the approval of a general meeting.

14.15 The management committee may negotiate to borrow money or raise or secure the payment of money by mortgages or by the issue of debentures charged upon all or any of the society's real property (both present and future) and to purchase, redeem, or pay off any such securities and shall submit the terms negotiated to a general meeting of members for approval. The terms shall not be binding upon the society without the approval of a general meeting.

14.16 The management committee may negotiate the sale, lease, or other disposal by the society of any land, buildings or other real property and shall submit the terms negotiated to a general meeting of members for approval. The terms shall not be binding upon the society without the approval of a general meeting.

14.17 The management committee may purchase, lease, take in exchange, or otherwise acquire fixed, personal or other tangible or intangible property of any kind whatsoever and sell, lease, let out on hire, or otherwise dispose of any fixed, personal or other tangible or intangible property of the society upon such terms and conditions as it shall judge expedient.

15 Election of officers and committee

15.1 The officers and members of the management committee shall be elected by the majority of the members of the society or their proxies present at the annual general meeting and entitled to vote. Officers and committee members shall hold office until the conclusion of the annual general meeting following their election, when they shall retire.

15.2 Officers and members of the management committee who are retiring shall be eligible for re-election.

15.3 Candidates for officer and committee member shall be nominated by one Full or Life member of the society, and seconded by one other Full or Life member of the society. Nominations shall be in writing. Nominations shall be signed by the candidate, the proposer and the seconder and shall be placed in the hands of the secretary prior to the commencement of the meeting at which such offices are to be filled.

15.4 In the event of an insufficient number of nominations being received in writing prior to the meeting, the meeting may accept nominations from the floor.

15.5 In all cases the candidate, the proposer and the seconder shall have been members of the society for a period of at least the previous three months and shall not be in arrears with any joining fee, annual subscription or any other financial levy on members.

15.6 If the office of any retiring officer or member of the management committee shall not be filled by an annual general meeting, the meeting shall remit the filling of the vacancy either to an extraordinary general meeting or to the incoming management committee for resolution.

15.7 Officers and members of the management committee shall vacate their office if they cease to be members of the society or give notice in writing to the committee of their resignation from office or absent themselves from three consecutive committee meetings without leave.

15.8 In the event of a vacancy occurring among the officers during a management committee's term of office, the committee shall fill such vacancy from its own members or by co-option from among the membership of the society for the unexpired term.

15.9 In the event of a vacancy occurring on a management committee during its term of office, the committee

may fill such vacancy by co-option from among the membership for the unexpired term.

16 Membership fees and subscriptions

16.1 An annual general meeting may impose an entrance fee to be paid by new members joining the society.

16.2 An annual general meeting shall set the amount of annual subscription to be paid by each member. Annual subscriptions shall become due and payable on the first day of the financial year. Any change in the amount of the annual subscription shall not be enforced retrospectively on members. The annual subscription shall be valid for one financial year.

16.3 Annual subscriptions shall not be discounted except that:

16.3.1 Where two or more members are living together as a family at one address an annual general meeting may strike one subscription to cover all of them when such subscription is less than the sum of the subscriptions that would otherwise be collected.

16.3.2 An annual general meeting may strike a subscription below the level of that for a Full member which may apply to Full members who are under the age of 18 years at due date.

16.3.3 An annual general meeting may strike a subscription below the level of that for a Full member which may apply to Full members who are full time students at a tertiary education establishment at due date.

16.4 Any subscription struck in accordance with clause 16.3.1 may be referred to as a Family subscription. Any subscription struck in accordance with clause 16.3.2 or clause 16.3.3 may be referred to as a Student subscription.

16.5 Any general meeting may impose any other financial levy on members in order to further the attainment of the society's objectives.

16.6 Members shall be levied no membership fee, subscription or other membership levy without the approval of a general meeting.

17 Finance

17.1 The treasurer shall ensure that all moneys due to the society shall be credited to an account at a bank within New Zealand as the management committee may from time to time direct. The treasurer shall satisfy the management committee that any method of crediting the society's bank accounts, whether by cash, cheque, electronic funds transfer or otherwise, creates a robust audit trail.

17.2 All accounts received for payment that have been properly budgeted for or otherwise approved by the management committee shall be paid from the society's bank account on the signature of the treasurer and one other person who shall be a member of the management committee. Any device or system used to authorise the secure transfer of funds electronically shall be deemed to be a signature. The treasurer shall satisfy the management committee that any method of debiting the society's bank accounts, whether by cash, cheque, electronic funds transfer or otherwise, creates a robust audit trail.

17.3 The treasurer shall so manage the financial affairs of the society that she/he is able to give timely advice to the management committee on changes or other events that have a potential to affect the society's income, expenditure, cash flow, investments or liabilities.

17.4 Surplus funds of the society may from time to time be invested in such a manner and upon such securities as the management committee may approve. All investments shall be made in the name of the society.

18 Common Seal

18.1 The Society shall have a Common Seal which shall be retained in the custody of the secretary. Every instrument to which the Common Seal is affixed shall be signed by the president, secretary and one other member. The Common Seal shall be affixed only in accordance with a resolution of a general meeting.

19 Winding up

19.1 The society shall be wound up in accordance with the provisions of the Act if a majority of members or their proxies present at a general meeting called to consider the question of disbanding the society resolve to wind it up.

19.2 Members or their proxies present at a general meeting called to consider the question of disbanding the society may resolve the disposal of any assets of the society that may remain after the society has been wound up.

19.3 A liquidator appointed under the terms of the Act to wind up the society shall distribute **for charitable purposes** all remaining assets of the society in accordance with any resolution passed by members or their proxies present at a general meeting called to consider the question of disbanding the society. If no such resolution exists, the liquidator shall distribute all remaining assets of the society to one or more of the incorporated societies that are members of the Wellington District Theatre Federation Incorporated or its successor and that have a charitable nature as defined in the provisions of the Charities Act 2005 and its amendments.

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